

P98000101 374

SPECTOR GADON & ROSEN, P. C.

NEW JERSEY OFFICE:
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EFFECTIVE DATE
11/27/98

November 25, 1998

[215] 241-8893

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

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-12/01/98--01019--017
*****78.75 *****78.75

Re: Ted & Elly's Deli, Inc.

Gentlemen/Ladies:

Enclosed herewith for filing please find the following with respect to the above-referenced corporation:

1. Articles of Incorporation (original and a copy); and
2. Check in the amount of \$78.75.

Please send us proof of filing via Federal Express in the enclosed pre-paid, self-addressed envelope.

Very truly yours,

Jill Spalding
Jill Spalding
Legal Assistant

FILED
98 DEC - 1 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TA-12/7/98

EFFECTIVE DATE
11/27/98FILED
98 DEC -1 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION
OF
TED & BILLY'S DELI, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Ted & Billy's Deli, Inc.

SECOND: The address of the principal office of the corporation is 4201 N. Ocean Boulevard, Sea Ranch, Suite 1704 C, Boca Raton, Florida 33431.

THIRD: The mailing address of the principal office of the corporation is 4201 N. Ocean Boulevard, Sea Ranch, Suite 1704 C, Boca Raton, Florida 33431.

FOURTH: The number of shares that the corporation is authorized to issue is 20,000, all of which are with a par value of \$1.00 and are of the same class and are to be common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 4201 N. Ocean Boulevard, Sea Ranch, Suite 1704 C, Boca Raton, Florida 33431.

The name of the initial registered agent of the corporation at the said registered office is Theodore Levy.

The written acceptance of the said initial registered agent, as required by Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator are:

Name	Address
Jill Spalding	Spector Gadon & Rosen, P.C. 1635 Market Street, 7th Floor Philadelphia, PA 19103

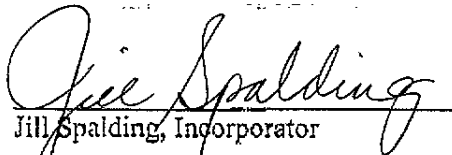
SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To own and operate a delicatessen and grocery store including carry-out items; to enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this corporation; and

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporate existence of the corporation shall begin on November 27, 1998.

Signed on November ~~25~~ 1998.


Jill Spalding, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Theodore Levy

Date: November ~~24~~ 1998

FILED
98 DEC - 1 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA